

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a session of the Public Service
Commission held at its office
in Jefferson City on the 19th
day of November, 1998.

In the Matter of the Joint Application for)	
Authority to Transfer Control of Network)	Case No. TM-98-384
Long Distance, Inc. to IXC Long Distance,)	(Tariff File No. 9900149)
Inc.)	

ORDER ACKNOWLEDGING CHANGE OF CORPORATE NAME
AND APPROVING TARIFF AND ORDER CANCELING CERTIFICATES

On June 2, 1998, the Commission issued an Order Approving Merger which approved the merger of Pisces Acquisition Corp., a wholly owned subsidiary of IXC Long Distance, Inc. (IXCLD), with and into Network Long Distance, Inc., with Network Long Distance, Inc. (Network), as the surviving entity. In conjunction with the merger transaction, IXCLD and Network were authorized to transfer control of all the outstanding capital stock of Network to IXCLD. The Commission's order directed Network to file a pleading with the Commission notifying the Commission of the closing date of the merger within ten days after completion of the transaction. The order also stated that if Network intended to change its name after the merger to Eclipse Telecommunications, Inc. (Eclipse), it must file an application with the Commission for acknowledgement of the change of name, along with the appropriate documentation from the Missouri Secretary of State's Office and either a new tariff bearing the new name or an adoption notice.

On June 10, 1998, IXCLD and Network filed a notification of merger and transfer of control of Network to IXCLD. The notification indicated that on June 3, 1998, as part of the merger and transfer of control transaction, Network's name was officially changed to Eclipse Telecommunications, Inc. The Commission issued a Notice and Order Regarding Inadequate Notification of Merger and Name Change on August 13, 1998. This notice and order indicated that the company's June 10 notification was inadequate as it did not meet the requirements specified in the Order Approving Merger, and it directed Network to file the appropriate documentation for the change of name within 30 days.

In response, on August 28, IXCLD and Eclipse filed Exhibit A, a copy of the Amended Certificate of Authority from the Missouri Secretary of State's Office showing the name change from Network Long Distance, Inc. to Eclipse Telecommunications, Inc., and Exhibit B, a certificate from the Missouri Secretary of State's Office certifying that Eclipse Telecommunications, Inc. is a foreign corporation duly registered in Missouri and is in good standing. IXCLD and Eclipse noted that with respect to the Commission's directive for Eclipse to file new tariffs, Eclipse had filed new tariffs with a duplicate application for name change, but that these items were filed in Case No. TO-99-74. IXCLD and Eclipse requested that the Commission receive the Eclipse tariffs into the current docket (TM-98-384) and that TO-99-74 be closed. This transfer was later completed.

The Staff of the Missouri Public Service Commission (Staff) filed a memorandum on September 14 to approve Exhibits A and B as adequate

documentation regarding the change of name. Staff indicated that it anticipated filing a separate, subsequent memorandum addressing the Eclipse tariffs.

On October 5, 1998, the company filed a request to postpone the effective date of the tariff filing of Eclipse to November 20. The company filed a revised tariff on October 14, which reflects the name change of Network Long Distance, Inc. to Eclipse Telecommunications, Inc., and makes a few additional changes.

On November 4, the Staff filed a second memorandum which indicated that Staff recommended that the Commission approve Eclipse Telecommunications, Inc. as the new name of Network Long Distance, Inc., and approve Eclipse's P.S.C. Missouri No. 1 tariff filing. This second recommendation further suggested that the tariffs of Network, National Teleservices Inc. (NTI) and United Wats Inc. (UWI) be canceled and that the certificates of NTI and UWI be canceled. This memorandum noted that although it addresses three different docketed cases, the primary agent on all three cases is Network, and that all the companies are certificated and tariffed competitive interexchange companies.

In order to explain the need for the cancellation of these certificates and tariffs, the second memorandum discussed background information regarding the current case, TM-98-384, and regarding Case Nos. TM-98-290 and TM-98-299. On September 9, 1998, the Commission issued an order in Case No. TM-98-290 approving the merger of NTI into Network with Network as the surviving company. The order directed that NTI's certificate of service authority and tariff be canceled 45 days after the

effective date of the order. Also on September 9, the Commission issued an order in Case No. TM-98-299, approving a merger whereby UWI would be wholly incorporated into Network. This order directed that UWI's certificate of service authority and tariff be canceled 90 days after the effective date of the order. Both NTI and UWI are certificated, tariffed Missouri interexchange companies and wholly owned subsidiaries of Network. The second memorandum further noted that on March 10, 1998, Network and IXCLD filed a request in the current case to transfer control of Network to IXCLD. The applicants stated that a shell company (Pisces Acquisition Corporation) would be created to serve as the merging party with Network which, after the merger was completed, would be terminated so that Network would be the surviving entity. After the merger, Network planned to file a request to change its name to Eclipse Telecommunications, Inc. This memorandum discusses the procedural history, as noted in the beginning of this order, of how Network initially filed inadequate notification of merger and change of name, but later filed the proper documentation.

The second Staff memorandum further explains that on October 14, Eclipse submitted a substitute P.S.C. Missouri No. 1 tariff which incorporates in full all the previous services offered by Network, NTI, and UWI, and also proposes several new products previously not available through any of the subsumed companies. Company officials stated that the combined Missouri customer base of the three companies is approximately 1,265 and that no customers will experience an involuntary rate increase. Eclipse provided a customer notice which will be sent to the Missouri

customers of the three affected companies whose products are being grandfathered into the proposed Eclipse tariff. On October 23, Eclipse submitted a revised customer notice which was reviewed and found acceptable by the Staff.

In summary, in the first Staff memorandum, filed September 14, the Staff recommended that the documents from the Missouri Secretary of State's Office be accepted as an adequate response to the Commission's Order Regarding Inadequate Notification of Merger and Name Change. In the second Staff recommendation, filed November 14, Staff indicated that it has reviewed all of the paperwork associated with these three cases, reviewed the proposed tariff, as amended, and reviewed the customer notice, and has no objections to Commission approval. Staff recommended that the Commission issue an order which approves the proposed tariff of Eclipse as amended. Staff also recommended that the certificates and tariffs of NTI and UWI be canceled, and that the tariff of Network be terminated. The specific tariff sheets recommended for approval are: Eclipse Telecommunications, Inc. P.S.C. Missouri No. 1, Original Page 1 to Original Page 58.

The Commission has reviewed the filings of Network and IXCLD, the documents from the Secretary of State's Office, the tariff sheets, and the Staff recommendations, and finds that the parties have properly notified the Commission of the consummation of the merger of Pisces Acquisition Corporation, a wholly-owned subsidiary of IXCLD, with and into Network, with Network as the surviving entity. The Commission also finds that the name change of Network Long Distance, Inc. to Eclipse

Telecommunications, Inc. should be recognized, and that the proposed tariff sheets should be approved. In addition, the Commission finds that the certificates of service authority and tariffs of NTI and UWI should be canceled, and that the tariff of Network should be canceled.

IT IS THEREFORE ORDERED:

1. That the parties have properly notified the Commission of the consummation of the merger of Pisces Acquisition Corporation, a wholly owned subsidiary of IXC Long Distance, Inc., with and into Network Long Distance, Inc., with Network Long Distance, Inc. as the surviving entity.

2. That the name change of Network Long Distance, Inc. to Eclipse Telecommunications, Inc. is recognized in all Commission records.

3. That the revised tariff sheets (File No. 9900149) filed by Eclipse Telecommunications, Inc., on October 14, 1998, are approved to become effective on November 20, 1998. The tariff sheets approved are:

P.S.C. Missouri No. 1

Original Page 1 through Original Page 58

4. That the certificate of service authority and tariff previously granted to National Teleservice Inc. be canceled.

5. That the certificate of service authority and tariff of United Wats Inc. be canceled.

6. That the tariff of Network Long Distance, Inc. be canceled.

7. That this order shall become effective on November 20, 1998.

BY THE COMMISSION

A handwritten signature in black ink, reading "Dale Hardy Roberts". The signature is written in a cursive, slightly slanted style.

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Lumpe, Ch., Crumpton, Drainer
and Murray, CC., concur.
Schemenauer, C., absent.

Ruth, Regulatory Law Judge

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COMMISSION COUNSEL
PUBLIC SERVICE COMMISSION